

Bylaws of the Society Switzerland – Bhutan

I. Name, Domicile and Purpose

Art. 1 Name and Domicile

- (1) Under the name of the "Society Switzerland - Bhutan", "Gesellschaft Schweiz - Bhutan", "Association Suisse - Bhoutan", "Associazione Svizzera - Bhutan", (hereafter referred to as the "Society") exists a party-politically independent and denominationally neutral Society enjoying legal status according to Article 60ff. of the Swiss Civil Code.
- (2) The Society's domicile is the private or business address of the Society's acting president.

Art. 2 Purpose

The Society's purpose is to further strengthen the friendship between Switzerland and Bhutan. This purpose shall be served through:

- (1) the Society's function as a communication and information forum which facilitates the insight into the cultural, spiritual, social, economical and political life of Bhutan and Switzerland;
- (2) the exchange of knowledge and experience, as well as the training of professionals;
- (3) the provision of background information and commentaries with respect to the media presentation of the partner countries of this Society;
- (4) the development, promotion and implementation of projects and happenings which support the Society's purpose;
- (5) the co-operation with other Bhutan Society's and, if appropriate, with other institutions and organisations; in particular she endeavours to establish a sister organisation in Bhutan.

II. Membership

Art. 3 Acquisition of Membership

- (1) Private Individuals can apply for membership through written application to the Board.
- (2) The Society's bylaws are accepted by application for membership.
- (3) Membership commences upon admission by the board.
- (4) Legal persons under civil law and corporations under public law as well as government agencies can join the Society as collective members.

Art. 4 Members' Rights and Obligations

- (1) Members are at least twice a year informed about the activities of the Society.
- (2) Members may participate in events organised for them by the Society and actively co-operate in the Society's efforts for the fulfilment of its purpose.
- (3) Members must pay their annual dues within one month after their admission or the commencement of the business year, respectively. They have no other obligations towards the Society's liabilities.

Art. 5 Termination of Membership

- (1) Every member may at any time, in writing, renounce membership as of the end of the business year. If a member, despite two timely reminders, fails to pay her / his dues, he / she will lose membership.
- (2) The decision to exclude a member is made by the Board. No justification needs to be given in the case of the exclusion of a member.
- (3) The excluded member may, however, within 30 days of the announcement of his exclusion, appeal to the General Assembly by registered letter addressed to the Board. The next General Assembly will then take the final decision regarding the exclusion.

III. Organisation

Art. 6 Outline

The bodies of the Society are:

- a) the General Assembly;
- b) the Board;

- c) the Auditors of the annual accounts.

Art. 7 Term of Office, Business Year

- (1) The term of office for all bodies of the Society is two years. Re-election is possible.
- (2) The Society's business year runs from January 1st to December 31st.¹

Art. 8 The General Assembly

- (1) The General Assembly constitutes the Society's supreme body. Every member has the right to participate in the General Assembly.
- (2) The Statutory General Assembly convenes once every year, after the annual report and statement of account for the previous business year have been drawn up. General Assemblies together with their agenda, are to be announced by the Board no later than four weeks in advance, or by direct invitation of the members. The General Assembly is chaired by the President.
- (3) Extraordinary General Assemblies may be summoned as and when they are necessary upon request by the board or by one fifth of all members.

Art. 9 Powers of the General Assembly

The General Assembly has the following Powers:

- a) validation and changing of the bylaws as well as dissolution of the Society;
- b) approval of the General Assembly's agenda and proceedings and of the annual report;
- c) approval of the budgets and acceptance of the statement of accounts;
- d) election of the members of the board and of the president for a two-year term;
- e) election of the auditors of the annual accounts and nomination of the membership dues;
- f) ruling on appeals by excluded members.

Art. 10 Decision Process of the General Assembly

- (1) Every member has the right to address motions to the General Assembly. These must be submitted in writing to the Board at least two weeks before the date of the General Assembly and must be added to its agenda.
- (2) Every member has one vote. Every member has the right, by written authorisation, to allow himself to be represented by a proxy. No member can act as proxy for more than one other member.
- (3) Votes and elections take place by an open showing of hands.

¹ Ammendment Sept 6, 2008

- (4) Decisions are made by simple majority. Should a parity of votes occur, the Chair shall have the decisive vote.
- (5) In elections, the first round of voting is decided by absolute majority, the second by relative majority. In the event of a parity of votes, the decision is made by the Chair.
- (6) To change the bylaws or to dissolve the Society, a majority of two thirds of the valid votes cast is required.

Art. 11 The Board

- (1) The Board administrates and manages the Society and represents it externally. The Board is responsible for all activities which are not under the power of the General Assembly.
- (2) The Board constitutes itself insofar as the assignment of particular functions is not a privilege of the General Assembly.
- (3) The Board is composed of at least five members. The Members of the board exercise their office in an honorary capacity. The board may decide on the reimbursement of expenditures within reasonable limits.
- (4) The Board holds the meetings or working sessions necessary for the discharge of its duties; at least one of them annually is considered a regular meeting. The Board is convened by the President or at the request of two members of the Board by timely written notification, which includes indication of the meeting's agenda.
- (5) The members of the board are authorised to sign jointly. (President or Vice-President together with one more member of the Board.)
- (6) The Board may replace a member in the event of interim vacancies or may appoint a new member. This decision is subject to approval by the next General Assembly through regular election.

Art. 12 Decision Process of the board

- (1) The Board takes its decisions by simple majority. The presence of the majority of the members of the board constitutes a quorum. The Board can take decisions also by means of a circular.
- (2) The Board may appoint advisors or committees to deal with specific matters and propose requests to the board.

Art. 13 The President

The President officially represents the Society in the name of the Board. The President, or in his absence the Vice President or a Deputy, presides the General Assembly and the meetings of the Board.

IV Finances

Art. 14 Incomes, Expenditures, Liability

- (1) The Society aspires no financial profits.
- (2) The Society's Incomes are:
 - a) the membership fees;
 - b) the revenues from the Society's assets;
 - c) the incomes from events of the Society;
 - d) donations.
- (3) All expenditures are made in accordance with the Society's purpose as defined in article 2.
- (4) Liability of the Society is limited to its assets. Any personal liabilities of individual members are not taken into account for liabilities of the Society.

Art. 15 Authorisations

- (1) The Secretary and the Treasurer are authorised to sign in all matters under their responsibility within the limits of the budget.
- (2) The President is authorised to approve of singular expenditures not exceeding the limit of CHF 1'000.-, and of recurring expenditures not exceeding the amount of CHF 250.-.

Art. 16 Audition

The Auditors audit the annual accounts, the cash in hand and the books. The Auditors are entitled at any time, to request the presentation of the books and documents, and to determine the cash holding. The Auditors are to present the findings of the audit to the Board and to every General Assembly.

V Final Provisions

Art. 17 Dissolution of the Society

In the event of the Society being dissolved, any assets which remain after liabilities have been covered, will be assigned by the General Assembly in accordance with the purpose of the Society as defined in Article 2.

Art. 18 Validation of the Bylaws

The foregoing articles have been approved by the Founding Members' Assembly of August 4th 2000.

In the case of differences of the text of the forgoing articles the German version prevails.

The President



Sig. Ernst Reinhardt

The Secretary



Sig. Michael Altherr

Zürich, August 4th, 2000